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KENNETH A. KUWAYTI (CA SBN 145384)
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Attorneys for defendants Francis Barton, Kris Chellam, Donald
Colvin, Pierre Fougere, Norman T. Hall, B. Jeffrey Katz, Chaiho
Kim, Jack Peckham, Bernard Pruniaux, Steven Schumann, T.
Peter Thomas, Graham Turner, and Tsung-Ching Wu and
Nominal Defendant Atmel Corporation

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN JOSE DIVISION

PATRICK McWEENY, derivatively on behalf of
ATMEL CORPORATION,

Plaintiff,

v.

GEORGE PERLEGOS, GUST PERLEGOS, T.
PETER THOMAS, CHAIHO KIM, PIERRE
FOUGERE, NORMAN T. HALL, TSUNG-
CHING WU, KRIS CHELLAM, JACK
PECKHAM, DONALD COLVIN, MIKES N.
SISOIS, B. JEFFREY KATZ, FRANCIS
BARTON, GRAHAM TURNER, BERNARD
PRUNIAUX, STEVEN SCHUMANN, and MIKE
ROSS,

Defendants,

and

ATMEL CORPORATION,

Nominal Defendants.

Master File No. C08-01031-JF

DERIVATIVE ACTION

DECLARATION OF BRIAN L.
LEVINE IN SUPPORT OF
DEFENDANTS' MOTION TO
DISMISS COMPLAINT FOR
FAILURE TO COMPLY WITH
FRCP 23.1 AND 12(b)(6)

Date: August 8, 2008
Time: 9:00 a.m.
Place: Courtroom 3

1 I, Brian L. Levine, declare as follows:

2 1. I am an attorney licensed to practice before the courts of the State of California,
3 and am an associate with the law firm of Morrison & Foerster LLP, attorneys for Defendants in
4 this matter. I make this declaration in support of the motion for dismissal for failure to state a
5 claim. I have personal knowledge of the matters set forth herein and, if called to testify, could
6 and would testify competently to the following:

7 2. Attached as **Exhibit A** is a true and correct copy of excerpts from Atmel's
8 February 10, 2008 8-K, stating that "On February 10, 2008, Pierre Fougere notified Atmel
9 Corporation that after 7 years of service he was retiring from Atmel's Board of Directors,
10 effective as of the close of business on February 15, 2008." Also attached is a true and correct
11 copy of excerpts from Atmel's February 15, 2008 8-K, stating that "On February 15, 2008, the
12 Board of Directors (the "Board") of Atmel Corporation (the "Company") appointed Charles P.
13 Carinalli as director of the Company."

14 3. Attached as **Exhibit B** is a true and correct copy of excerpts from Atmel's July 25,
15 2007 8-K, stating that "At the annual meeting of stockholders of Atmel Corporation (the
16 "Company") held on July 25, 2007, stockholders elected two new directors: Papken Der
17 Torossian . . . [and] Jack L. Saltich." Also attached is a true and correct copy of excerpts from
18 Atmel's February 10, 2006 8-K, stating that "On February 10, 2006, the Board of Directors of
19 Atmel Corporation (the "Company") appointed Steven Laub as a Director of the Company to fill
20 a vacancy on the Board." Finally, attached is a true and correct copy of excerpts from Atmel's
21 Form DEF 14A filed on March 30, 2004, for the period ending May 12, 2004, stating "David
22 Sugishita has served as a director of Atmel since February 2004."

23 I declare under penalty of perjury that the foregoing is true and correct.

24 Executed on June 9, 2008 in Palo Alto, California.

25
26 /s/Brian L. Levine
27 Brian L. Levine
28

EXHIBIT A

**(TO THE DECLARATION OF BRIAN L.
LEVINE IN SUPPORT OF DEFENDANTS'
MOTION TO DISMISS)**

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549**

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d) of
The Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported):

February 10, 2008

ATMEL CORPORATION

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation)

0-19032
(Commission File Number)

77-0051991
(IRS Employer
Identification No.)

**2325 Orchard Parkway
San Jose, CA 95131**
(Address of principal executive offices, including zip code)

(408) 441-0311
(Registrant's telephone number, including area code)

Not Applicable
(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

Retirement of a Director

On February 10, 2008, Pierre Fougere notified Atmel Corporation that after 7 years of service he was retiring from Atmel's Board of Directors, effective as of the close of business on February 15, 2008.

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Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

ATMEL CORPORATION

Date: February 14, 2008

By: /s/ Robert Avery
Robert Avery
Vice President Finance and Chief Financial Officer

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549**

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d) of
The Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported):

February 15, 2008

ATMEL CORPORATION

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation)

0-19032
(Commission File Number)

77-0051991
(IRS Employer
Identification No.)

**2325 Orchard Parkway
San Jose, CA 95131**
(Address of principal executive offices, including zip code)

(408) 441-0311
(Registrant's telephone number, including area code)

Not Applicable
(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
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 - ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Table of Contents**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers***Appointment of a New Director*

On February 15, 2008 the Board of Directors (the "Board") of Atmel Corporation (the "Company") appointed Charles P. Carinalli as a director of the Company. Mr. Carinalli has been a Principal of Carinalli Ventures since January 2002. From July 1999 to May 2002, Mr. Carinalli was Chief Executive Officer and a director of Adaptive Silicon, Inc., a developer of semiconductors. From December 1996 to July 1999, Mr. Carinalli served as President, Chief Executive Officer and a director of Wavespan Corporation, a developer of wireless broadband access systems that was acquired by Proxim, Inc. From 1970 to 1996, Mr. Carinalli served in various positions for National Semiconductor Corporation, a publicly traded company developing analog-based semiconductor products, most recently as Senior Vice President and Chief Technical Officer. Mr. Carinalli also serves as a director of Extreme Networks and Fairchild Semiconductor, as well as several privately held companies. Mr. Carinalli holds an M.S.E.E. from Santa Clara University and a B.S.E.E. from the University of California, Berkeley.

The Board has not yet appointed Mr. Carinalli to any Board committees.

In connection with his appointment to the Board, the Company granted Mr. Carinalli (i) a non-qualified stock option for the purchase of 40,000 shares of the Company's common stock at an exercise price per share equal to the fair market value on the date of grant and (ii) 20,000 restricted stock units, or RSUs. Assuming continued service on the Company's Board, (i) such option will vest and become exercisable over four years, with 12.5% of the shares vesting six months after grant date and 2.0833% of the shares vesting each month thereafter until fully vested and (ii) such RSU will vest annually over four years, with 25% of the RSUs vesting twelve months after the grant date and 25% vesting each year thereafter. Mr. Carinalli will also receive a \$50,000 annual retainer for his service on the Board.

On February 19, 2008, the Company issued a press release about the new director. The press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year

On February 15, 2008, the Board adopted amendments to various sections of Atmel's Bylaws (the "Bylaws"). The amendments updated various sections of the Bylaws, including:

- To modernize various matters regarding meetings of stockholders, such as allowing and facilitating remote meetings of stockholders, the timing of notices of business to be brought before annual meetings by stockholders, the calling of special meetings of stockholders and the persons who may preside over a meeting of stockholders.
- To modernize language regarding electronic transmissions under the Bylaws.
- To delete obsolete language, add minor clarifying language and make conforming changes.

The amended and restated bylaws are attached hereto as Exhibit 3.1 and are incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits**(d) Exhibits**

<u>Exhibit No.</u>	<u>Description</u>
3.1	Amended and Restated Bylaws of Atmel Corporation as of February 15, 2008
99.1	Press release, dated as of February 19, 2008, entitled "Atmel Appoints Charles Carinalli, Semiconductor Industry Veteran, as New Independent Director"

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

ATMEL CORPORATION

Date: February 22, 2008

By: /s/ ROBERT AVERY
Robert Avery
Vice President Finance and Chief Financial Officer

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Exhibit No.	Description
3.1	Amended and Restated Bylaws of Atmel Corporation as of February 15, 2008
99.1	Press release, dated as of February 19, 2008, entitled "Atmel Appoints Charles Carinalli, Semiconductor Industry Veteran, as New Independent Director"

EXHIBIT B

**(TO THE DECLARATION OF BRIAN L.
LEVINE IN SUPPORT OF DEFENDANTS'
MOTION TO DISMISS)**

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549**

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d) of
The Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported):

July 25, 2007

ATMEL CORPORATION

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation)

0-19032

(Commission File Number)

77-0051991

(IRS Employer
Identification No.)

**2325 Orchard Parkway
San Jose, CA 95131**

(Address of principal executive offices, including zip code)

(408) 441-0311

(Registrant's telephone number, including area code)

Not Applicable

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers*Election of Directors*

At the annual meeting of stockholders of Atmel Corporation (the "Company") held on July 25, 2007, stockholders elected two new directors:

- Papken Der Torossian, who currently serves as a Director of Parker Vision, the Chairman of Vistec Semiconductor Systems, Inc. since September 2005 and as Managing Director of Crest Enterprise LLC since September 1997. Mr. Der Torossian served as Chairman of the Board of Therma Wave, Inc. from 2003 until 2007, when the company was sold to KLA-Tencor. From 1984 to 2001, Mr. Der Torossian was Chairman of the Board and Chief Executive Officer of Silicon Valley Group (SVG1), which was acquired by ASML and started his career with Hewlett Packard where he spent twelve years. Mr. Der Torossian was credited for turning around several companies and operations including as President of ECS Microsystems and President of the Santa Cruz Division of Plantronics, Inc. Mr. Der Torossian also serves as a Director of several privately held companies and was Chairman of the Semiconductor Equipment and Materials International Environmental, Health & Safety Committee (SEMI EHS) and has served as Chairman of Semi/Sematech.
- Jack L. Saltich, who has served as the Chairman and interim Chief Executive Officer of Vitex Systems, Inc., a private technology company, since January 2006. Mr. Saltich also served as the President, Chief Executive Officer and a Director of Three-Five Systems, Inc., a manufacturer of display systems and provider of electronic manufacturing services, from 1999 to 2005. From 1993 to 1999, Mr. Saltich served as Vice President of Advanced Micro Devices and from 1991 to 1993 served as Executive Vice President for Applied Micro Circuits Company. From 1988 to 1991 he was Vice President at VLSI Technology and from 1971 to 1988 served in a number of capacities with Motorola, Inc. Mr. Saltich currently serves as a Director for several public and private companies and is on the Technical Advisory Board of DuPont Electronic Materials and the Manufacturing Advisory Board for Cypress Semiconductor.

In connection with their election to the Board, the Company also granted each of Mr. Der Torossian and Mr. Saltich a non-qualified stock option for the purchase of 50,000 shares of Atmel's common stock at an exercise price per share equal to the fair market value on that date, or \$5.69 per share. Assuming continued service on Atmel's Board, such options vest and become exercisable over four years, with 12.5% of the shares vesting six months after grant date and 2.0833% of the shares vesting each month thereafter until fully vested.

On July 26, 2007, the Company issued a press release about the new directors. The press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Amendment of 2005 Stock Plan

At the Company's annual meeting of stockholders held on July 25, 2007, stockholders also approved an amendment to the Company's 2005 Stock Plan. The amendment to the 2005 Plan permits the Company to commence a "409A exchange offer" in connection with every option that was unvested, in whole or in part, as of December 31, 2004 and that had a per share exercise price that was less than the fair market value per share of the Company's common stock, as determined for purposes of Internal Revenue Code Section 409A, on its grant date. The amendment is attached hereto in its entirety as Exhibit 10.1 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits**(d) Exhibits**

<u>Exhibit No.</u>	<u>Description</u>
10.1	Amendment to Atmel Corporation's 2005 Stock Plan.
99.1	Press release, dated as of July 26, 2007, entitled "Atmel Expands its Board of Directors."

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

ATEMEL CORPORATION

Date: July 31, 2007

By: /s/ ROBERT AVERY

Robert Avery

Vice President Finance and Chief Financial Officer

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Exhibit No.	Description
10.1	Amendment to Atmel Corporation's 2005 Stock Plan.
99.1	Press release, dated as of July 26, 2007, entitled "Atmel Expands its Board of Directors."

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549**

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): February 10, 2006

ATMEL CORPORATION

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation)

0-19032
(Commission File Number)

77-0051991
(IRS Employer
Identification No.)

**2325 Orchard Parkway
San Jose, CA 95131**
(Address of principal executive offices, including zip code)

(408) 441-0311
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 9.01. Financial Statements and Exhibits

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EXHIBIT 99.1

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On February 10, 2006, the Board of Directors of Atmel Corporation (the "Company") appointed Steven Laub as a Director of the Company to fill a vacancy on the Board. The Board expects Mr. Laub to serve on the Compensation Committee and the Corporate Governance and Nominating Committee as an independent director. In connection with such appointment to the Board, Atmel also granted Mr. Laub a non-qualified stock option for the purchase of 50,000 shares of Atmel's common stock at an exercise price per share equal to the fair market value on that date, or \$4.78 per share. Assuming continued service on Atmel's Board, such options vest and become exercisable over four years, with 12.5% of the shares vesting six months after grant date and 2.0833% of the shares vesting each month thereafter until fully vested. A press release announcing such appointment is attached as Exhibit 99.1

Steven Laub is currently a technology partner at Golden Gate Capital Corporation, a private equity buyout firm and the Executive Chairman of Teridian Semiconductor Corporation, a fabless semiconductor company. From 2004 to 2005, Mr. Laub was President and Chief Executive Officer of Silicon Image, Inc., a provider of semiconductor solutions. Prior to that time, Steven Laub spent 13 years in executive positions (including Chief Operating Officer, President and member of the Board of Directors) at Lattice Semiconductor Corporation, a supplier of programmable logic devices and related software. Prior to joining Lattice Semiconductor, Steven Laub was a partner at Bain & Company, a global strategic consulting firm. Steven Laub holds a degree in economics from the University of California, Los Angeles (BA) and a degree from Harvard Law School (JD).

Item 9.01. Financial Statements and Exhibits**(d) Exhibits**

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release, dated as of February 13, 2006, entitled "Steven Laub Joins Atmel's Board of Directors".

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Atmel Corporation
(Registrant)

Date: February 14, 2006

By: /s/ George Perlegos
George Perlegos
President and Chief Executive Officer

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EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release, dated as of February 13, 2006, entitled "Steven Laub Joins Atmel's Board of Directors".



ATMEL CORP

FORM DEF 14A (Proxy Statement (definitive))

Filed 03/30/04 for the Period Ending 05/12/04

Address	2325 ORCHARD PKWY SAN JOSE, CA 95131
Telephone	4084410311
CIK	0000872448
Symbol	ATML
SIC Code	3674 - Semiconductors and Related Devices
Industry	Semiconductors
Sector	Technology
Fiscal Year	12/31

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SCHEDULE 14A INFORMATION

**PROXY STATEMENT PURSUANT TO SECTION 14(a) OF THE
SECURITIES EXCHANGE ACT OF 1934**

(AMENDMENT NO.)

Filed by the Registrant ☒ [x]

Filed by a Party other than the Registrant ☐ []

Check the appropriate box:

- ☐ [] Preliminary Proxy Statement
- ☒ [x] Definitive Proxy Statement
- ☐ [] Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- ☐ [] Definitive Additional Materials
- ☐ [] Soliciting Material Pursuant to sec. 240.14a-11(c) or sec. 240.14a-12

ATMEL CORPORATION

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- ☒ [x] Fee not required.
- ☐ [] Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

☐ [] Fee paid previously with preliminary materials.

☐ [] Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

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ATMEL CORPORATION

**NOTICE OF 2004 ANNUAL MEETING OF STOCKHOLDERS
To Be Held May 12, 2004
2:00 p.m.**

Dear Atmel Stockholders:

Our Annual Meeting of Stockholders will be held on Wednesday, May 12, 2004 at 2:00 p.m., local time, at our offices located at 2325 Orchard Parkway, San Jose, California 95131, for the following purposes:

1. To elect eight (8) directors to serve for the ensuing year and until their successors are elected;
2. To ratify the appointment of PricewaterhouseCoopers LLP as our independent accountants for the year ending December 31, 2004; and
3. To transact such other business as may properly come before the meeting or any adjournments or postponements thereof.

The foregoing items of business are more fully described in the Proxy Statement accompanying this Notice.

Only stockholders of record at the close of business on March 16, 2004 are entitled to notice of and to vote at the meeting and any adjournments or postponements thereof.

All stockholders are cordially invited to attend the annual meeting in person. However, to ensure your representation at the annual meeting, please vote as soon as possible using one of the following methods: (1) by using the Internet as instructed on the enclosed proxy card, (2) by telephone as instructed on the enclosed proxy card or (3) by mail, using the enclosed paper proxy card and postage-prepaid envelope. For further details, please see the section entitled "Voting" on page one of the accompanying Proxy Statement. Any stockholder attending the annual meeting may vote in person even if he or she has voted using the Internet, telephone, or proxy card, and any previous votes that were submitted by the stockholder, whether by Internet, telephone or mail, will be superseded by the vote that such stockholder casts at the annual meeting.

FOR THE BOARD OF DIRECTORS

Mark A. Bertelsen
Secretary

San Jose, California
March 31, 2004

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ATMEL CORPORATION

PROXY STATEMENT

INFORMATION CONCERNING SOLICITATION AND VOTING

General

These proxy materials are furnished to holders of our common stock in connection with the solicitation of proxies by our Board of Directors for the Annual Meeting of Stockholders to be held on Wednesday, May 12, 2004, at 2:00 p.m., local time, and at any adjournments or postponements thereof, for the purposes set forth herein and in the accompanying Notice of Annual Meeting of Stockholders. The meeting will be held at our offices located at 2325 Orchard Parkway, San Jose, California 95131. Our telephone number at this location is (408) 441-0311.

These proxy materials and our Annual Report on Form 10-K for the year ended December 31, 2003 were first mailed on or about March 31, 2004, to all stockholders entitled to vote at the meeting.

Record Date and Voting Securities

Only holders of record of our common stock at the close of business on March 16, 2004, are entitled to notice of and to vote at the meeting and any adjournment thereof. Such stockholders are entitled to cast one vote for each share of common stock held as of the record date on all matters properly submitted for the vote of stockholders. At the record date, 475,123,648 shares of our common stock were issued and outstanding, and no shares of our preferred stock were outstanding. For information regarding security ownership by management and by the beneficial owners of more than 5% of our common stock, see "Security Ownership."

Quorum; Required Vote; Abstentions and Broker Non-Votes

The presence of the holders of a majority of the shares of common stock entitled to vote generally at the annual meeting is necessary to constitute a quorum at the annual meeting. Such stockholders are counted as present at the meeting if they (1) are present in person at the annual meeting or (2) have properly submitted a proxy card or voted by telephone or over the Internet. A plurality of the votes duly cast is required for the election of directors. The affirmative vote of a majority of the votes duly cast is required to ratify the appointment of auditors.

Under the General Corporation Law of the State of Delaware, an abstaining vote and a broker "non-vote" are counted as present and entitled to vote and are, therefore, included for purposes of determining whether a quorum is present at the annual meeting; however, broker "non-votes" are not deemed to be "votes cast." As a result, broker "non-votes" are not included in the tabulation of the voting results on the election of directors or issues requiring approval of a majority of the votes cast and, therefore, do not have the effect of votes in opposition in such tabulations. A broker "non-vote" occurs when a nominee holding shares for a beneficial owner does not vote on a particular proposal because the nominee does not have discretionary voting power with respect to that item and has not received instructions from the beneficial owner.

Voting

Voting by attending the meeting. A stockholder may vote his or her shares in person at the annual meeting. A stockholder planning to attend the annual meeting should bring proof of identification for entrance to the annual meeting.

Voting by proxy card. All shares entitled to vote and represented by properly executed proxy cards received prior to the annual meeting, and not revoked, will be voted at the annual meeting in accordance with the instructions indicated on those proxy cards. If no instructions are indicated on a properly executed proxy card, the shares represented by that proxy card will be voted as recommended by the Board of Directors. If any other matters are properly presented for consideration at the annual meeting, including, among other things, consideration of a motion to adjourn the annual meeting to another time or place (including, without limitation, for the purpose of soliciting additional proxies), the persons named in the enclosed proxy card and acting

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thereunder will have discretion to vote on those matters in accordance with their best judgment. We do not currently anticipate that any other matters will be raised at the annual meeting.

Voting by telephone or the Internet. A stockholder may vote his or her shares by calling the toll-free number indicated on the enclosed proxy card and following the recorded instructions or by accessing the website indicated on the enclosed proxy card and following the instructions provided.

When a stockholder votes via the Internet or by telephone, his or her vote is recorded immediately. We encourage our stockholders to vote using these methods whenever possible. If a stockholder attends the annual meeting, he or she may also submit his or her vote in person, and any previous votes that were submitted by the stockholder, whether by Internet, telephone or mail, will be superseded by the vote that such stockholder casts at the annual meeting.

Revocability of Proxies

Any proxy given pursuant to this solicitation may be revoked by the person giving it at any time before its use by delivering to us (Attention: Vice President and General Counsel, 2325 Orchard Parkway, San Jose, California 95131) a later dated written notice of revocation or duly executed proxy, in each case at or before the taking of the vote at the annual meeting, or by attending the meeting and voting in person.

Expenses of Solicitation

We will bear the entire cost of proxy solicitation, including preparation, assembly, printing and mailing of this proxy statement, the proxy, and any additional materials furnished to stockholders. Copies of proxy solicitation material will be furnished to brokerage houses, fiduciaries, and custodians holding shares in their names which are beneficially owned by others to forward to such beneficial owners. In addition, we may reimburse such persons for their cost of forwarding the solicitation material to such beneficial owners. Solicitation of proxies by mail may be supplemented by one or more of telephone, email, telegram, facsimile, or personal solicitation by our directors, officers, or regular employees. No additional compensation will be paid for such services. We may engage the services of a professional proxy solicitation firm to aid in the solicitation of proxies from certain brokers, bank nominees and other institutional owners. Our costs for such services, if retained, will not be material.

Stockholder Proposals to Be Presented At Next Annual Meeting

Requirements for stockholder proposals to be considered for inclusion in Atmel's proxy materials. Stockholders interested in submitting a proper proposal for inclusion in the proxy materials for our 2005 annual meeting may do so by submitting such proposal in writing to our offices located at 2325 Orchard Parkway, San Jose, California 95131, Attn: Corporate Secretary c/o Mike Ross, Vice President and General Counsel. To be eligible for inclusion, stockholder proposals must be received no later than December 1, 2004, and must otherwise comply with the requirements of Rule 14a-8 under the Securities Exchange Act of 1934, as amended (Exchange Act).

Requirements for stockholder proposals to be brought before Atmel's annual meetings. Our bylaws also establish an advanced notice procedure for stockholders who wish to present certain matters, including nominations of persons for election to the board of directors and stockholder proposals not included in our proxy statement, to be brought before an annual meeting of stockholders. Stockholder proposals, including the nomination of a person for election to the board of directors, may not be brought before the meeting unless, among other things: (1) the proposal contains certain information specified in the bylaws, and (2) the proposal is received by us not less than 120 days prior to the date of our proxy statement released to stockholders in connection with the previous year's annual meeting of stockholders, which will be December 1, 2004 for the 2005 Annual Meeting; provided, however, that in the event that we did not hold an annual meeting the previous year, or if the date of the annual meeting has been changed more than 30 days from the date of the previous year's meeting, then the deadline for receipt of notice by the stockholder is no later than the close of business on the later of: (1) 120 days prior to the meeting and (2) 10 days after public announcement of the meeting date. A copy of the full text of these bylaw provisions may be obtained by writing to our Vice President and General Counsel at the address above. In addition to the above requirements, the Securities and Exchange Commission's requirements that a stockholder must meet in order to have a stockholder proposal included in our proxy statement can be found under Rule 14a-8 under the Exchange Act.

Stockholders may also submit a recommendation (as opposed to a formal nomination) for a candidate for membership on our Board of Directors by following the procedures set forth in "Director Candidates."

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PROPOSAL ONE

ELECTION OF DIRECTORS

Nominees

A board of eight (8) directors is to be elected at the meeting. Unless otherwise instructed, the proxyholders will vote the proxies received by them for the eight (8) nominees named below, all of whom are presently our directors. In the event that any such nominee is unable or declines to serve as a director at the time of the meeting, the proxies will be voted for any nominee who shall be designated by the present Board of Directors to fill the vacancy. We are not aware of any nominee who will be unable or will decline to serve as a director. The term of office for each person elected as a director will continue until the next annual meeting of stockholders or until his successor has been elected and qualified.

The names of the nominees and certain information about them are set forth below (ages are as of December 31, 2003):

Name of Nominee	Age	Principal Occupation	Director Since
George Perlegos	53	President, Chief Executive Officer and Chairman of the Board, Atmel Corporation	1984
Gust Perlegos	56	Executive Vice President, Office of the President, Atmel Corporation	1985
Tsung-Ching Wu	53	Executive Vice President, Office of the President, Atmel Corporation	1985
T. Peter Thomas	57	Managing Director, Institutional Venture Partners	1987
Norm Hall	50	Managing Director, Alliant Partners	1992
Pierre Fougere	62	Chief Executive Officer, Fougere Conseil	2001
Dr. Chaiho Kim	69	Joseph S. Alemany Professor at The Leavey School of Business of Santa Clara University	2002
David Sugishita	55	Executive Vice President of Special Projects, Peregrine Systems, Inc.	2004

George Perlegos has served as President, Chief Executive Officer and Chairman of the Board since our inception in 1984. George Perlegos holds degrees in electrical engineering from San Jose State University (B.S.) and Stanford University (M.S.). George Perlegos is a brother of Gust Perlegos.

Gust Perlegos has served as a director since January 1985, as Vice President, General Manager from January 1985 to January 1996, as Executive Vice President and General Manager from January 1996 to 2001 and as Executive Vice President, Office of the President since 2001. Gust Perlegos holds degrees in electrical engineering from San Jose State University (B.S.), Stanford University (M.S.) and Santa Clara University (Ph.D.). Gust Perlegos is a brother of George Perlegos.

Tsung-Ching Wu has served as a director since January 1985, as Vice President, Technology from January 1986 to January 1996, as Executive Vice President and General Manager from January 1996 to 2001 and as Executive Vice President, Office of the President since 2001. Mr. Wu holds degrees in electrical engineering from the National Taiwan University (B.S.), the State University of New York at Stony Brook (M.S.) and the University of Pennsylvania (Ph.D.).

T. Peter Thomas has served as a director of Atmel since December 1987. Mr. Thomas is Managing Director of Institutional Venture Partners. Mr. Thomas has held this position since November 1985. Mr. Thomas also serves as a director of @Road, Inc. and Transmeta Corporation.

Norm Hall has served as a director of Atmel since August 1992. He is currently Managing Director of Alliant Partners, an investment banking firm, which position he has held since 1990. From 1988 to 1990, he worked for Berkeley International Capital Corporation, a venture capital firm. Prior to 1988, Mr. Hall worked at Intel Corporation. Mr. Hall also serves as a director of White Electronic Designs, Inc.

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Pierre Fougere has served as a director of Atmel since February 2001. Mr. Fougere is currently Chief Executive Officer of Fougere Conseil, a consulting firm, and serves as Chairman of Société Château Lilian Ladouys, a wine producer, and Chairman of the supervisory board of Société Garnier Ponsonnet Vuillard, a paper manufacturer, and Société Nemoptic a maker of electronic displays. From 1986 to 1988, Mr. Fougere was Executive Vice President of the Matra Group and Chairman and Chief Executive Officer of Matra Datavision Inc., a software company. Prior to 1986, he was Executive Vice President, General Manager of the Components Division, Chairman and Chief Executive Officer of Matra Harris Semiconductor and Matra GCA.

Dr. Chaiho Kim has served as a director of Atmel since September 2002. He is Joseph A. Alemany University Professor at Santa Clara University in Santa Clara, California, where he has taught since 1964, and is a member of the faculty of The Leavey School of Business. Administrative positions that he has held at the university include the chair of Operations and Management Information Systems Department and chair of the Ph.D. Program of the school. He received a masters degree in International Business and a Ph. D. in Finance, both from the Graduate School of Business, Columbia University.

David Sugishita has served as a director of Atmel since February 2004. He is currently Executive Vice President of Special Projects of Peregrine Systems, Inc., an enterprise software company, since December 2003. From January 2002 to April 2002, Mr. Sugishita served as Executive Vice President and Chief Financial Officer of SONICblue, Inc., a provider of digital entertainment and consumer electronics products. From May 2001 to January 2002, Mr. Sugishita served as a consultant to several private software companies. From October 2000 to April 2001, he served as Executive Vice President and Chief Financial Officer of RightWorks Corporation, an eBusiness procurement software company. From June 1997 to February 2000, Mr. Sugishita served as Senior Vice President – Finance & Operations and Chief Financial Officer for Synopsys, Inc., a provider of electronic design automation software and services. Prior to his time at Synopsys, Mr. Sugishita held Senior Vice President and Chief Financial Officer positions at both Actel Corporation and Micro Component Technology, Inc. Prior to that, Mr. Sugishita held various senior financial and accounting positions at Applied Materials, Inc., and National Semiconductor Corporation. Mr. Sugishita holds degrees in business administration from San Jose State University (B.S.) and Santa Clara University (MBA). Mr. Sugishita also serves as a director and chairman of the Audit Committee of Ditech Communications Corporation and as a director of Micro Component Technology, Inc.

Corporate Governance

We are committed to principles of sound corporate governance. During the past year we have reviewed our corporate governance practices in light of the Sarbanes-Oxley Act of 2002 and changes in the rules and regulations of the Securities and Exchange Commission (SEC) and the listing standards of The Nasdaq National Market, Inc. (Nasdaq). Based on our review, in 2004, our Board of Directors (1) adopted an amended and restated charter for our Audit Committee, (2) created a Corporate Governance and Nominating Committee (and adopted a charter for such committee), (3) adopted a charter for our Compensation Committee, and (4) amended our Standards of Business Conduct to incorporate a “Code of Ethics” that complies with the rules of the SEC and the listing standards of the Nasdaq. You can access our current committee charters and Standards of Business Conduct on our web site at www.atmel.com.

Independence of Directors

Our Board of Directors has determined that each of the following directors, constituting a majority of the Board of Directors, are “independent” within the meaning of the Nasdaq listing standards:

T. Peter Thomas
Norm Hall
Pierre Fougere
Dr. Chaiho Kim
David Sugishita

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Our bylaws set forth the procedure for the proper submission of stockholder nominations for membership on the Board of Directors. Please refer to Section 2.2(c) of our bylaws for a description of the process for nominating directors. It is the Corporate Governance and Nominating Committee's policy to consider properly submitted stockholder recommendations (as opposed to a formal nomination) for candidates for membership on our Board of Directors. A stockholder may submit a recommendation for a candidate for membership on our Board of Directors by submitting in writing the name and background of such candidate to the Atmel Corporate Governance and Nominating Committee, c/o Mike Ross, Vice President and General Counsel, Atmel Corporation, 2325 Orchard Parkway, San Jose, CA 95131. The Corporate Governance and Nominating Committee will consider a recommendation only if (1) appropriate biographical and background information on the candidate is provided, (2) the recommended candidate has consented in writing to a nomination and public disclosure of the candidate's name and biographical information, and (3) the recommending stockholder has consented in writing to public disclosure of such stockholder's name. Required biographical and background information shall include: (A) the name, age, business address and residence of such person, (B) the principal occupation and employment of such person, and (C) biographical information on the recommended candidate that the recommending stockholder believes supports such candidacy (keeping in mind the criteria discussed below that the Corporate Governance and Nominating Committee considers when making recommendations for nomination to the Board of Directors).

The Corporate Governance and Nominating Committee uses a variety of methods for identifying candidates for nomination to the Board of Directors. Although candidates for nomination to the Board of Directors typically are suggested by existing directors or by our executive officers, candidates may come to the attention of the Committee through professional search firms, stockholders or other persons. Our newest director, David Sugishita, was initially suggested as a candidate by a non-management director. In 2003, we did not employ a search firm or pay fees to other third parties in connection with seeking or evaluating candidates for nomination to the Board of Directors (although the Corporate Governance and Nominating Committee is authorized to do so). The process by which candidates for nomination to the Board of Directors are evaluated includes review of biographical information and background material on potential candidates by Committee members, meetings of Committee members from time to time to evaluate and discuss potential candidates, and interviews of selected candidates by members of the Committee. Candidates recommended by stockholders (and properly submitted) are evaluated by the Corporate Governance and Nominating Committee using the same criteria as other candidates. Although the Corporate Governance and Nominating Committee does not have specific minimum qualifications that must be met before recommending a candidate for election to the Board of Directors, the Committee does review numerous criteria before recommending a candidate. Such criteria include: character, integrity, judgment, diversity, age, independence, skills, education, expertise, business acumen, business experience, length of service, understanding of our business, other commitments and the like.

Communications from Stockholders

Stockholders may communicate with the Board of Directors by submitting either an e-mail to bod@atmel.com or written communication addressed to the Board of Directors (or specific board member) c/o Mike Ross, Vice President and General Counsel, Atmel Corporation, 2325 Orchard Parkway, San Jose, CA 95131. E-mail communications that are intended for a specific director should be sent to the e-mail address above to the attention of the applicable director. The Chairman of the Corporate Governance and Nominating Committee will, with the assistance of our General Counsel, (1) review all communications to the Board of Directors, (2) determine if such communications relate to substantive matters, (3) if such communications relate to substantive matters, provide copies (or summaries) of such communications to the other directors as he or she considers appropriate, and (4) if such communications do not relate to substantive matters, determine what action, if any, will be taken with such communications. Communications relating to corporate governance and long-term corporate strategy are more likely to be deemed "substantive" and therefore forwarded on to the Board of Directors than communications relating to personal grievances or matters as to which we receive repetitive and duplicative communications.

Board Meetings and Committees

All directors are expected to attend each meeting of the Board of Directors and the committees on which he or she serves. All directors are also encouraged, but not required to attend our Annual Meeting of Stockholders. Each director, other than Pierre Fougere, attended the 2003 Annual Meeting of Stockholders. During the fiscal year ended December 31, 2003, the Board of Directors held eleven meetings. The Board of Directors has an Audit Committee, a Compensation Committee and a Corporate Governance and Nominating Committee. Each of the directors that were directors in 2003 attended or participated in 75% or

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more of the aggregate of (i) the total number of meetings of the Board of Directors and (ii) the total number of meetings held by all committees of the Board on which he or she served during the past fiscal year.

Audit Committee

We have a separately-designated standing Audit Committee established in accordance with Section 3(a)(58)(A) of the Exchange Act. The current members of the Audit Committee are Messrs. Thomas, Fougere, Kim and Sugishita (who replaced Norm Hall on the Audit Committee in 2004). Our Board of Directors has determined that (1) each of the current members of the Audit Committee are "independent" within the meaning of the Nasdaq listing standards and within the meaning of the rules of the Exchange Act and (2) David Sugishita meets the requirements of an audit committee financial expert in accordance with SEC rules. The Audit Committee held six meetings during 2003. In addition, the Committee met four times during 2003 with the outside auditors to review Atmel's financial results, and met with the outside auditors during its other meetings to discuss regulatory developments and Atmel's response to them. The duties of the Audit Committee are to assist the Board in fulfilling its responsibility for general oversight of the integrity of Atmel's financial statements, Atmel's compliance with legal and regulatory requirements, the independent auditor's qualifications, independence and performance, and Atmel's internal accounting and financial controls. Among other things, the Audit Committee prepares the Audit Committee report for inclusion in the annual proxy statement, reviews the reports of Atmel's management and the independent auditors concerning Atmel's internal accounting and financial controls, appoints, determines the compensation of and oversees the work of the independent auditors, and reviews and approves the scope of the annual audit. In discharging its oversight role, the Committee is empowered to investigate any matter brought to its attention with full access to all our books, records, facilities and personnel and the power to retain outside counsel, auditors or other experts for this purpose. The Committee has the ultimate authority and responsibility to select, evaluate and, where appropriate, replace the outside auditor. The Board of Directors has adopted an amended charter of the Audit Committee, which is included herein as Appendix A.

Corporate Governance and Nominating Committee

We have a separately-designated standing Corporate Governance and Nominating Committee that currently consists of Messrs. Thomas, Kim and Sugishita. Our Board of Directors has determined that each of the members of the Corporate Governance and Nominating Committee are "independent" within the meaning of the Nasdaq listing standards. This Committee develops principles of corporate governance and recommends them to the Board of Directors for its consideration and approval. The Committee also reviews governance-related stockholder proposals and makes recommendations to the Board of Directors for action on such proposals. The Corporate Governance and Nominating Committee makes recommendations to the Board of Directors regarding the composition and size of the Board. The Committee also establishes procedures for the submission of candidates for election to the Board, establishes procedures for identifying and evaluating candidates for director and determines the relevant criteria for Board membership. The Corporate Governance and Nominating Committee was formed in 2004, and therefore did not hold a meeting during 2003. The charter of the Corporate Governance and Nominating Committee is included herein as Appendix B. You can access our current committee charter on our web site at www.atmel.com.

Compensation Committee

We have a separately-designated standing Compensation Committee. The Compensation Committee currently consists of Messrs. Thomas, Hall and Fougere. This Committee reviews and approves our executive compensation policies, including the salaries and target bonuses of our executive officers, and administers our incentive stock plans. The Compensation Committee did not hold a meeting during 2003 since the Board determined that no raises and limited bonuses would be granted during 2003 to executive officers. The Board of Directors, as a whole, approved compensation matters during 2003. The charter of the Compensation Committee is included herein as Appendix C.

Code of Ethics/Standards of Business Conduct

It is our policy to conduct our operations in compliance with all applicable laws and regulations and to operate our business under the fundamental principles of honesty, integrity and ethical behavior. This policy can be found in our recently amended Standards of Business Conduct, which is applicable to all of our directors, officers and employees. Such Standards of Business Conduct incorporate the Code of Ethics required by Section 406 of the Sarbanes-Oxley Act of 2002 and Item 406 of Regulation S-K. Our Standards of Business Conduct also complies with Nasdaq's listing standards.

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Our Standards of Business Conduct are designed to promote honest and ethical conduct, the compliance with all applicable laws, rules and regulations and to deter wrongdoing. Our Standards of Business Conduct are also aimed at ensuring that information we provide to the public (including our filings with and submissions to the SEC) is accurate, complete, fair, relevant, timely and understandable. A copy of our Standards of Business Conduct is included herein as Appendix D. We intend to disclose future amendments to certain provisions of our Standards of Business Conduct, or waivers of such provisions granted to directors and executive officers, on our web site at www.atmel.com in accordance with applicable SEC and Nasdaq requirements.

Director Compensation

Our employee Directors receive no cash compensation for service on the Board of Directors.

During 2003, each non-employee Director received cash compensation of \$60,000 for service on the Board of Directors and its Committees. Mr. Fougere also received an extra \$1,500 per month for travel costs for his attendance at Board of Directors and Committee meetings since Mr. Fougere resides in France.

During 2004, each non-employee Director will receive cash compensation of \$60,000 per year, paid in installments, for service on the Board of Directors and its Committees. Mr. Fougere will also receive an additional \$1,500 per month during 2004 to reimburse travel costs incident to his French residence for his attendance at Board of Directors and Committee meetings.

There were no stock option grants to non-employee Directors during 2003. On February 13, 2004, upon joining the Board of Directors, we granted David Sugishita a non-qualified stock option for the purchase of 30,000 shares of our common stock at an exercise price per share equal to the fair market value per share on that date, or \$7.38 per share. On February 13, 2004, we granted each of Messrs. Thomas and Hall non-qualified stock options for the purchase of 20,000 shares of our common stock at an exercise price per share equal to the fair market value per share on that date, or \$7.38 per share. Each of such option grants were from our 1996 Stock Option Plan. Assuming continued service on our Board of Directors, such options vest and become exercisable over four years, with 12.5% of the shares vesting six months after grant date and 2.0833% of the shares vesting each month thereafter until fully vested.

OUR BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS VOTING "FOR" THE NOMINEES SET FORTH HEREIN.